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Attorneys for USA Commercial Mortgage Company

**UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA**

In re:  
 USA COMMERCIAL MORTGAGE COMPANY,  
 Debtor.

Case No. BK-S-06-10725 LBR  
 Case No. BK-S-06-10726 LBR  
 Case No. BK-S-06-10727 LBR  
 Case No. BK-S-06-10728 LBR  
 Case No. BK-S-06-10729 LBR

In re:  
 USA CAPITAL REALTY ADVISORS, LLC,  
 Debtor.

Chapter 11

In re:  
 USA CAPITAL DIVERSIFIED TRUST DEED  
 FUND, LLC,  
 Debtor.

Jointly Administered Under  
 Case No. BK-S-06-10725 LBR

In re:  
 USA CAPITAL FIRST TRUST DEED FUND,  
 LLC,  
 Debtor.

**EX PARTE MOTION FOR  
 SUBSTITUTION OF COUNSEL**

In re:  
 USA SECURITIES, LLC,  
 Debtor.

Affects:

- ☐ All Debtors
- ☒ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA Capital First Trust Deed Fund, LLC

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1 USA Commercial Mortgage Company (“USACM”) hereby files this Ex Parte Motion for  
2 Substitution of Counsel (the “Motion”) and requests that the Court enter the proposed Order filed  
3 contemporaneously herewith (the “Proposed Order”) approving the substitution of Dorsey &  
4 Whitney LLP (“Dorsey”) as USACM’s counsel. In further support hereof, USACM states as  
5 follows:

6 1. On April 16, 2006, USACM filed a voluntary petition for relief under chapter 11 of  
7 the Bankruptcy Code. USACM continued to operate its business as debtor-in-possession pursuant  
8 to sections 1107(a) and 1108 of the Bankruptcy Code.  
9

10 2. On January 8, 2007, this Court entered its Order Confirming the Debtors’ Third  
11 Amended Joint Chapter 11 Plan of Reorganization.

12 3. Throughout this bankruptcy proceeding, USACM has been represented by Ray  
13 Quinney & Nebeker P.C. (“Ray Quinney”) with attorneys Annette W. Jarvis, Peggy Hunt, Steven  
14 C. Strong, Benjamin J. Kotter, and Scott A. Cummings performing the majority of the work on  
15 USACM’s behalf.  
16

17 4. These attorneys have recently left Ray Quinney and have joined Dorsey.

18 5. USACM desires that the above-mentioned attorneys continue to represent it and,  
19 therefore, has retained Dorsey as its counsel in this matter.  
20

21 6. Dorsey is aware of the times and dates of all relevant hearings currently scheduled  
22 before the Court.

23 7. Upon the entry of the Proposed Order approving the substitution of Dorsey as  
24 counsel for USACM, Dorsey will cause a notice of the substitution to be served on all relevant  
25 parties.  
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1 WHEREFORE, USACM requests that the Court enter the Proposed Order filed  
2 contemporaneously herewith approving the substitution of Dorsey as counsel for USACM.

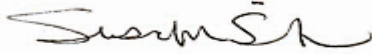
3 Respectfully submitted this 13<sup>th</sup> day of February, 2007.

4  
5 /s/ Annette W. Jarvis  
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11 and

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17 APPROVED:

18 

19 Susan M. Susan  
20 *On Behalf of USA Commercial*  
21 *Mortgage Company*  
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